

Exhibit B

THE HONORABLE ROBERT S. LASNIK



06-CV-00794-BCST

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

GLENN HUTTON, Derivatively on Behalf of  
Nominal Defendant F5 NETWORKS, INC.,  
  
Plaintiff,  
  
vs.  
  
JOHN McADAM, et al.,  
  
Defendants,  
  
- and -  
  
F5 NETWORKS, INC.,  
  
Nominal Defendant.

Case No. C06-0794RSL

**STIPULATION AND [PROPOSED]  
ORDER CONSOLIDATING CASES FOR  
ALL PURPOSES, APPOINTING LEAD  
PLAINTIFF AND LEAD COUNSEL, AND  
SETTING SCHEDULE FOR FILING OF  
CONSOLIDATED COMPLAINT**

[Caption continued on following page]

STIPULATION AND PROPOSED ORDER  
RE: CONSOLIDATION  
Case Nos. C06-0794RSL, C06-1057RSL,  
C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044 • Tel: 206-839-4800

1 LOCALS 302 AND 612 OF THE )  
2 INTERNATIONAL UNION OF OPERATING )  
3 ENGINEERS-EMPLOYERS )  
4 CONSTRUCTION INDUSTRY )  
5 RETIREMENT TRUST, Derivatively on )  
6 Behalf of F5 NETWORKS, INC., )

7 Plaintiff,

8 vs.

9 JOHN McADAM, et al.,

10 Defendants,

11 – and –

12 F5 NETWORKS, INC., a Washington  
13 corporation,

14 Nominal Defendant.

15 ALLEN EASTON, Derivatively On Behalf of )  
16 F5 NETWORKS, INC., )

17 Plaintiff,

18 vs.

19 JOHN McADAM, et al.,

20 Defendants,

21 – and –

22 F5 NETWORKS, INC., a Washington  
23 corporation,

24 Nominal Defendant.

Case No. C06-1057RSL

Case No. C06-1145RSL

25 STIPULATION AND PROPOSED ORDER  
26 RE: CONSOLIDATION  
Case Nos. C06-0794RSL, C06-1057RSL,  
C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044 • Tel: 206-839-4800

WHEREAS, there are three related shareholder derivative actions on behalf of Nominal Defendant F5 Networks, Inc. ("F5") pending in this District:

Abbreviated Case Name	Case Number	Date Filed
<i>Hutton v. McAdam et al.</i>	C06-0794RSL	06/8/06
<i>Locals 302 and 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust v. McAdam et. al.</i>	C06-1057RSL	07/26/06
<i>Easton v. McAdam et al.</i>	C06-1145RSL	08/14/06 <sup>1</sup>

WHEREAS, no party opposes F5's Motion to Consolidate [dkt no. 4 in Case No. 06-0794RSL; dkt. nos. 14 and 25 in Case No. 06-1057RSL; dkt. no. 6 in Case No. 1145RSL] the above-captioned cases;

WHEREAS, the three F5 related shareholder derivative actions arise out of the same transactions and occurrences and involve the same or substantially similar issues of law and fact, and, therefore, should be consolidated for all purposes under Fed. R. Civ. P. 42(a);

WHEREAS, Plaintiff Locals 302 and 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust Motion to Appoint Lead Plaintiff and Lead Counsel [dkt nos. 10 and 29 in Case No. 06-0794RSL; dkt. no. 4 in Case No. 06-1057RSL; dkt. no. 6 in Case No. 1145RSL] is unopposed;<sup>2</sup>

WHEREAS, counsel for plaintiffs and defendants have met and conferred and have agreed to a schedule for filing a Consolidated Complaint and request a status conference to discuss a schedule for briefing motions directed at the Consolidated Complaint; and

<sup>1</sup> At one time, there was a total of six F5 related shareholder derivative actions pending in this District. *Wright v. McAdams, et al.* (Case No. C06-872RSL) and *Adams v. Amdahl, et al.* (Case No. C06-873RSL) were remanded on September 12, 2006. [dkt. no. 22 in Case No. C06-872RSL; dkt no. 34 in Case No. C06-873RSL] Defendants have agreed to stipulate to remanding *Sommer v. McAdam et al.* (Case No. C06-1229RSL), and the parties will be filing a joint stipulation shortly.

<sup>2</sup> F5 and the individual defendants take no position regarding the appointment of lead plaintiff and lead counsel.

1 WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial  
2 efficiency, and will not cause prejudice to any party.

3 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through  
4 their respective counsel of record, as follows:

5 **I. CONSOLIDATION OF ACTIONS**

6 1. The following actions are hereby consolidated for all purposes, including pretrial  
7 proceedings, trial and appeal:

Abbreviated Case Name	Case Number	Date Filed
<i>Hutton v. McAdam et al.</i>	C06-0794RSL	6/8/06
<i>Locals 302 and 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust v. McAdam et al.</i>	C06-1057RSL	7/26/06
<i>Easton v. McAdam et al.</i>	C06-1145RSL	8/14/06

13 2. The caption of these consolidated actions shall be "*In re F5 Networks, Inc. Derivative*  
14 *Litigation*" and the files of these consolidated actions shall be maintained in one file under Master  
15 File No. C06-0794RSL. Any other actions now pending (except *Sommer v. McAdam et al.*) or later  
16 filed in or removed or transferred to this Court which arise out of or are related to the same facts as  
17 alleged in the above-identified cases shall be consolidated, except for good cause shown, for all  
18 purposes, if and when they are brought to the Court's attention.

19 3. Every pleading filed in the consolidated actions, or in any separate action included  
20 herein, shall bear the following caption:

21 UNITED STATES DISTRICT COURT  
22 WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

23 In re F5 NETWORKS, INC. DERIVATIVE ) Master File No. C06-0794RSL  
24 LITIGATION )  
25 )  
26 )

STIPULATION AND PROPOSED ORDER  
RE: CONSOLIDATION -- 2  
Case Nos. C06-0794RSL, C06-1057RSL,  
C06-1145RSL (Master File No. 06-0794RSL)

DIA Piper US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044 • Tel: 206-839-4800

1           4.     A Master Docket and a Master File hereby are established for the above consolidated  
2 proceedings and for all other related cases filed in or removed or transferred to this Court. This  
3 Court requests the assistance of counsel in calling to the attention of the clerk of this Court the filing  
4 or removal or transfer of any case which properly might be consolidated as part of *In re F5*  
5 *Networks, Inc. Derivative Litigation*.

6 **II.     APPOINTMENT OF LEAD PLAINTIFF AND LEAD PLAINTIFF**  
7 **COUNSEL**

8           5.     Locals 302 and 612 of the International Union of Operating Engineers-Employers  
9 Construction Industry Retirement Trust is appointed Lead Plaintiff;

10          6.     Lerach Coughlin Stoia Geller Rudman & Robbins LLP is appointed Lead Plaintiff  
11 Counsel.

12 **III.    SCHEDULE FOR CONSOLIDATED COMPLAINT**

13          7.     Lead Plaintiff shall file and serve a Consolidated Complaint within 45 days after the  
14 date of entry of this Order.

15          8.     Defendants need not respond to any of the pre-existing complaints. Service, pursuant  
16 to Rule 4 of the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the  
17 defendants, or their counsel if service has been waived, shall constitute sufficient service on that  
18 defendant. Service shall be effected with respect to any defendant named in the consolidated action  
19 by serving the Consolidated Complaint on that defendant's counsel.

20 **IV.     STATUS CONFERENCE**

21          9.     The Court shall schedule a status conference as soon as practicable after the  
22 Consolidated Complaint is served and filed to discuss a schedule for briefing motions directed at the  
23 Consolidated Complaint.

24 **IT IS SO STIPULATED.**

25

26

1 DATED: September 29, 2006

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP

2 s/ Benny C. Goodman III

3 BENNY C. GOODMAN III  
4 (Admitted Pro Hac Vice)  
5 TRAVIS E. DOWNS III  
6 THOMAS G. WILHELM  
655 West Broadway, Suite 1900  
San Diego, CA 92101-3301  
Telephone: (619) 231-1058  
7 Facsimile: (619) 231-7423  
8 Email: [travisd@lerachlaw.com](mailto:travisd@lerachlaw.com)  
Email: [bennyg@lerachlaw.com](mailto:bennyg@lerachlaw.com)

9 LERACH COUGHLIN STOIA GELLER  
10 RUDMAN & ROBBINS LLP  
11 TAMARA J. DRISCOLL, WSBA NO. 29212  
12 1700 Seventh Avenue, Suite 2260  
13 Seattle, WA 98101  
Telephone: (206) 749-5544  
14 Facsimile: (206) 749-9978  
15 E-mail: [tdriscoll@lerachlaw.com](mailto:tdriscoll@lerachlaw.com)

Attorneys for Locals 302 and 612 of the  
International Union of Operating Engineers-  
Employers Construction Industry Retirement Trust

16 DATED: September 29, 2006

FEDERMAN & SHERWOOD

17 s/ William B. Federman

18 WILLIAM B. FEDERMAN  
19 (Admitted Pro Hac Vice)  
20 STUART W. EMMON  
10205 N. Pennsylvania  
Oklahoma City, OK 73120  
Telephone: (405) 235-1560  
21 Facsimile: (405) 239-2112  
E-mail: [wfederman@aol.com](mailto:wfederman@aol.com)  
E-mail: [swc@federmanlaw.com](mailto:swc@federmanlaw.com)

22 EMERSON POYNTER LLP  
23 JOHN G. EMERSON, WSBA NO. 30956  
16763 Maplewild Avenue S.W.  
24 Seattle, WA 98166  
Telephone: (206) 241-2875  
25 Facsimile: (206) 241-1744  
E-mail: [john@emersonpoynter.com](mailto:john@emersonpoynter.com)

26 Attorneys for Plaintiff Glenn Hutton

STIPULATION AND PROPOSED ORDER  
RE: CONSOLIDATION -- 4  
Case Nos. C06-0794RSL, C06-1057RSL,  
C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044 \* Tel: 206-839-4800

1 DATED: September 29, 2006

MULFINGER LAW GROUP, PLLC

2 s/ Kirk Mulfinger

3 KIRK MULFINGER, WSBA NO. 27130

4 13555 Bel-Red Road, Suite 111A

5 Bellevue, WA 98005

6 Telephone: (425) 283-4155

7 Facsimile: (425) 283-4156

8 E-Mail: [Kirk@purchaselaw.com](mailto:Kirk@purchaselaw.com)

9 DYER & SHUMAN, LLP

10 KIP B. SHUMAN

11 JEFFREY A. BERENS

12 801 East 17th Avenue

13 Denver, CO 80219

14 Telephone: (303) 861-3003

15 Facsimile: (303) 830-6920

16 Email: [kshuman@dyershuman.com](mailto:kshuman@dyershuman.com)

17 Attorneys for Plaintiff Allen Easton

18 DATED: September 29, 2006

DLA PIPER US LLP

19 s/ Christopher M. Huck

20 STELLMAN KEEHNEL, WSBA NO. 9309

21 BRIAN D. BUCKLEY, WSBA NO. 26423

22 JEFFREY B. COOPERSMITH, WSBA NO. 30954

23 CHRISTOPHER M. HUCK, WSBA NO. 34104

24 701 Fifth Avenue, Suite 7000

25 Seattle, WA 98104-7044

26 Telephone: (206) 839-4800

Facsimile: (206) 839-4801

E-mail: [stellman.keehnel@dlapiper.com](mailto:stellman.keehnel@dlapiper.com)

E-mail: [brian.buckley@dlapiper.com](mailto:brian.buckley@dlapiper.com)

E-mail: [jeff.coopersmith@dlapiper.com](mailto:jeff.coopersmith@dlapiper.com)

E-mail: [christopher.huck@dlapiper.com](mailto:christopher.huck@dlapiper.com)

Attorneys for Nominal Defendant F5 Networks, Inc.

STIPULATION AND PROPOSED ORDER

RE: CONSOLIDATION -- 5

Case Nos. C06-0794RSL, C06-1057RSL,

C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP

701 Fifth Avenue, Suite 7000

Seattle, WA 98104-7044 \* Tel: 206-839-4800



1 DATED: September 29, 2006

HELLER EHRMAN LLP

2 s/ Lori Lynn Phillips

3 GEORGE E. GREER, WSBA NO. 11050  
4 LORI LYNN PHILLIPS, WSBA NO. 25473  
5 KELLY B. FENNERTY, WSBA NO. 36916

6 6100 Columbia Center

7 701 Fifth Avenue

8 Seattle, WA 98104

9 Telephone: (206) 447-0900

10 Facsimile: (206) 447-0849

11 E-mail: [george.greer@hellerehrman.com](mailto:george.greer@hellerehrman.com)

12 E-mail: [lori.phillips@hellerehrman.com](mailto:lori.phillips@hellerehrman.com)

13 E-mail: [Kelly.fennerty@hellerehrman.com](mailto:Kelly.fennerty@hellerehrman.com)

14 Attorneys for Defendant John McAdam, Edward  
15 Eames, Carlton Amdahl, Jeffrey Hussey, Tom Hull,  
16 Kenny Frerichs, Andy Reinland, John Rodriquez,  
17 and Joann Reiter

18 DATED: September 29, 2006

MCNAUL, EBEL, NAWROT & HELGREN PLLC

19 s/ Gregory Hollon

20 ROBERT M. SULKIN, WSBA NO. 26311

21 GREGORY J. HOLLON, WSBA NO. 14425

22 600 University Street, Ste. 2700

23 Seattle, WA 98101-3143

24 Telephone: (206) 467-1816

25 Facsimile: (206) 624-5128

26 E-mail: [rsulkin@mcnaul.com](mailto:rsulkin@mcnaul.com)

E-mail: [ghollon@mcnaul.com](mailto:ghollon@mcnaul.com)

Attorneys for Defendants Jeff Pancottine, Steven  
Coburn and Steven Goldman

27 DATED: September 29, 2006

PRESTON GATES ELLIS LLP

28 s/ Philip Guess

29 HUGH BANGASSER, WSBA NO. 03055

30 PHILIP GUESS, WSBA NO. 26765

31 RICHARD A. KIRBY

32 (Admitted Pro Hac Vice)

33 925 Fourth Avenue, Suite 2900

34 Seattle, WA 98104-1158

35 Telephone: (206) 623-7580

36 Facsimile: (206) 623-7022

E-mail: [hughb@prestongates.com](mailto:hughb@prestongates.com)

E-mail: [philg@prestongates.com](mailto:philg@prestongates.com)

E-mail: [RichardK@prestongates.com](mailto:RichardK@prestongates.com)

STIPULATION AND PROPOSED ORDER  
RE: CONSOLIDATION -- 6  
Case Nos. C06-0794RSL, C06-1057RSL,  
C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044 \* Tel: 206-839-4800

Attorneys for Defendants Keith Grinstein, Karl  
Guelich, Alan Higginson, A. Gary Ames, and Rich  
Malone

DATED: September 29, 2006

WILLIAMS KASTNER & GIBBS PLLC

s/ John Knox

RANDY ALIMENT, WSBA NO. 11440  
JOHN KNOX, WSBA NO. 12707

Two Union Square  
601 Union Street, Suite 4100  
Seattle, WA 98101-2380  
Telephone: (206) 628-6600  
Facsimile: (206) 628-6611  
E-mail: raliment@wkg.com  
E-mail: jnox@wkg.com

Attorneys for Defendants Brett Helsel

\* \* \*

**ORDER**

**PURSUANT TO STIPULATION, IT IS SO ORDERED**

DATED: October 2, 2006

Robert S. Lasnik  
THE HONORABLE ROBERT S. LASNIK  
UNITED STATES DISTRICT JUDGE

STIPULATION AND PROPOSED ORDER  
RE: CONSOLIDATION -- 7  
Case Nos. C06-0794RSL, C06-1057RSL,  
C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044 • Tel: 206-839-4800

**CERTIFICATE OF SERVICE**

I hereby certify that on September 29, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF System which will send notification of such filing to the following:

John G. Emerson  
EMERSON POYNTER  
The Museum Center  
500 President Clinton Avenue, Suite 305  
Little Rock, Arkansas 72201  
E-mail: [john@emersonpoynter.com](mailto:john@emersonpoynter.com)

Stuart W. Emmon  
William B. Federman  
FEDERMAN & SHERWOOD  
10205 North Pennsylvania Avenue  
Oklahoma City, Oklahoma 73120  
E-Mail: [wfederman@aol.com](mailto:wfederman@aol.com)

*Attorneys for Plaintiff Glenn Hutton*

Kirk Robert Mulfinger  
MULFINGER LAW GROUP  
13555 Bel Red Road, Suite 111 A  
Bellevue, Washington 98005  
E-Mail: [kirk@purchasclaw.com](mailto:kirk@purchasclaw.com)

Kip B. Shuman  
Jeffrey B. Bercns  
DYER & SHUMAN, LLP  
801 East 17th Avenue  
Denver, CO 80219  
E-Mail: [kshuman@dyershuman.com](mailto:kshuman@dyershuman.com)

*Attorneys for Plaintiff Allen Easton*

Robert M. Sulkin  
Gregory J. Hollon  
MCNAUL, EBEL, NAWROT, HELGREN & VANCE  
600 University Street, Suite 2700  
Seattle, Washington 98101-3143  
E-mail: [rsulkin@mcnaul.com](mailto:rsulkin@mcnaul.com)  
E-mail: [ghollon@mcnaul.com](mailto:ghollon@mcnaul.com)

*Attorneys for Defendants Jeff Pancottine,  
Steven Coburn and Steven Goldman*

George E. Greer  
Lori Lynn Phillips  
Kelly B. Fennerty  
HELLER EHRMAN LLP  
701 Fifth Avenue, Suite 6100  
Seattle, Washington 98104  
E-Mail: [george.greer@hellerehrman.com](mailto:george.greer@hellerehrman.com)  
E-Mail: [lori.phillips@hellerehrman.com](mailto:lori.phillips@hellerehrman.com)  
E-Mail: [Kelly.fennerty@hellerehrman.com](mailto:Kelly.fennerty@hellerehrman.com)

*Attorneys for Defendants*

*Joann Reiter, Edward Eames, Jeffrey S. Hussey, John McAdam,  
Tom Hull, John Rodriguez, Andy Reinland and Kenny Frerichs*

Benny C. Goodman III  
Travis E. Downs III  
Thomas G. Wilhelm  
LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101-3301  
Email: [travisd@lerachlaw.com](mailto:travisd@lerachlaw.com)  
Email: [bennyg@lerachlaw.com](mailto:bennyg@lerachlaw.com)

Tamara J. Driscoll  
LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
1700 Seventh Avenue, Suite 2260  
Seattle, Washington 98101  
E-Mail: [tdriscoll@lerachlaw.com](mailto:tdriscoll@lerachlaw.com)

*Attorneys for Plaintiffs Locals 302 and 612 of the  
International Union of Operating Engineers-Employers  
Construction Industry Retirement Trust*

Hugh Bangasser  
Philip Guess  
Richard A. Kirby  
PRESTON GATES ELLIS LLP  
925 Fourth Avenue, Suite 2900  
Seattle, WA 98104-1158  
E-mail: [hughb@prestongates.com](mailto:hughb@prestongates.com)  
E-mail: [kentc@prestongates.com](mailto:kentc@prestongates.com)

*Attorneys for Defendants Keith Grinstein, Karl Guelich,  
Alan Higginson, A. Gary Ames, and Rich Malone*

1 Randy Aliment  
2 John A. Knox  
3 WILLIAMS KASTNER & GIBBS PLLC  
4 Two Union Square  
5 601 Union Street, Suite 4100  
6 Seattle, WA 98101-2380  
7 E-mail: raliment@wkg.com  
8 E-mail: jnox@wkg.com

*Attorneys for Defendant Brett Helsel*

9 Dated at Seattle, Washington, this 29th day of September, 2006.

DLA PIPER US LLP

s/ Christopher M. Huck

Stellman Keehncl, WSBA No. 9309  
Brian D. Buckley, WSBA No. 26423  
Jeffrey B. Coopersmith, WSBA No. 30954  
Christopher M. Huck, WSBA No. 34104

Attorneys for F5 Networks, Inc.

DLA Piper Rudnick Gray Cary US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044  
Telephone: (206) 839-4800  
Facsimile: (206) 839-4801  
E-Mail: [stellman.keehncl@dlapiper.com](mailto:stellman.keehncl@dlapiper.com)  
E-Mail: [brian.buckley@dlapiper.com](mailto:brian.buckley@dlapiper.com)  
E-Mail: [jeff.coopersmith@dlapiper.com](mailto:jeff.coopersmith@dlapiper.com)  
E-Mail: [christopher.huck@dlapiper.com](mailto:christopher.huck@dlapiper.com)

19 SE9086746.3

20  
21  
22  
23  
24  
25  
26  
CERTIFICATE OF SERVICE -- 3  
Case Nos. C06-0794RSL, C06-1057RSL,  
C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP  
701 Fifth Avenue, Suite 7000  
Seattle, WA 98104-7044 \* Tel: 206-839-4800